

Richard L. Wynne  
Howard F. Sidman  
JONES DAY  
222 East 41st Street  
New York, NY 10017.6702  
Telephone: 212-326-3939  
Facsimile: 212-755-7306

Carl E. Black  
JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, OH 44114.1190  
Telephone: 216-586-3939  
Facsimile: 216-579-0212

Attorneys for Creditor  
FINANCIAL GUARANTY INSURANCE  
COMPANY

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

-----	x	
	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, et al.,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	
	)	
-----	x	

**JOINDER OF FINANCIAL GUARANTY INSURANCE COMPANY IN SUPPORT OF  
THE MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO  
PRECLUDE THE DEBTORS FROM OFFERING ANY EVIDENCE OF THEIR  
RELIANCE ON COUNSEL FOR ADVICE CONCERNING THE EVALUATION,  
NEGOTIATION OR APPROVAL OF THE RMBS SETTLEMENT**

TO THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE:

Financial Guaranty Insurance Company (“FGIC”), the plaintiff in twelve lawsuits filed against several of the above-captioned debtors (collectively, the “Debtors”) and their non-debtor affiliates, a creditor of the Debtors with claims in excess of \$1.8 billion, an objector to the Debtors’ RMBS Settlement Motion, and a member of the Official Committee of Unsecured Creditors (the “Committee”)<sup>1</sup>, hereby submits this joinder in support of the Motion of the Official Committee of Unsecured Creditors to Preclude the Debtors from Offering Any Evidence of their Reliance on Counsel for Advice Concerning the Evaluation, Negotiation, or Approval of the RMBS Settlement (the “Motion to Preclude”) [Docket No. 2906]. For its joinder to the Motion to Preclude, FGIC respectfully represents as follows:

1. FGIC hereby joins in and supports the Motion to Preclude. FGIC reserves the right to amend, supplement, alter, or modify this joinder, and FGIC reserves all rights to be heard before the United States Bankruptcy Court, Southern District of New York with respect to the Motion to Preclude.

2. For the reasons set forth in the Motion to Preclude, FGIC supports the entry of an order as requested in the Motion to Preclude, and requests that any relief granted be applicable to FGIC.

---

<sup>1</sup> This joinder is filed by FGIC on its own behalf and not on behalf of the Committee or any of its other members.

Dated: February 15, 2013

/s/ Richard L. Wynne  
Richard L. Wynne  
Howard F. Sidman  
JONES DAY  
222 East 41st Street  
New York, NY 10017.6702  
Telephone: 212-326-3939  
Facsimile: 212-755-7306

Carl E. Black  
JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, OH 44114.1190  
Telephone: 216-586-3939  
Facsimile: 216-579-0212

*Attorneys for Creditor*  
*Financial Guaranty Insurance Company*